

The Board of Directors of the Cuyahoga County Land Reutilization Corporation (the "Board of Directors") met in special session on the 22nd day of May, 2009 at 10:30 o'clock, a.m., eastern time, in the Justice Center Auditorium of the Cuyahoga County Justice Center at 1200 Ontario St., Cleveland, Ohio 44113 with the following Directors present:

James Rokakis, Cuyahoga County Treasurer  
Timothy F. Hagan, Cuyahoga County Commissioner, represented by: Mr. Oyaski  
Peter Lawson Jones, Cuyahoga County Commissioner, represented by: [NA]  
Georgine Welo, Mayor of the City of South Euclid  
Cyril Kleem, Mayor of the City of Berea

Mr. Oyaski moved the adoption of the following resolution (this "Resolution"):

RESOLUTION NO. 2009-3

APPROVING AN AGREEMENT AND PLAN WITH THE COUNTY

WHEREAS, the Board of Cuyahoga County Commissioners (the "Board of Commissioners"), by resolution has elected under Section 5722.02 of the Revised Code to adopt and implement the procedures set forth in Sections 5722.02 to 5722.15 of the Revised Code, and in such resolution and pursuant to Section 1724.04 of the Revised Code, has directed the Cuyahoga County Treasurer (the "County Treasurer") to organize under Chapters 1724 and 1702 of the Revised Code, the Cuyahoga County Land Reutilization Corporation (hereinafter, the "CCLRC") for the purpose of exercising the powers granted to a county under Chapter 5722 of the Revised Code and desires to designate the CCLRC as the agency for the reclamation, rehabilitation, and reutilization of vacant, abandoned, tax-foreclosed and other real property in Cuyahoga County, Ohio (the "County"); and

WHEREAS, pursuant to Section 1724.04 of the Revised Code, the County Treasurer has heretofore filed with the Secretary of State of the State of Ohio (the "Secretary of State") Articles of Incorporation to incorporate the CCLRC and has received written evidence from the Secretary of State that said Articles of Incorporation have been filed and recorded and that the CCLRC is legally existing under Ohio law; and

WHEREAS, the Board of Commissioners by resolution has designated pursuant to subdivision (A)(2) of Section 1724.10 of the Revised Code the CCLRC as its agency for the reclamation, rehabilitation, and reutilization of vacant, abandoned, tax-foreclosed or other real property in the county and for the exercise of the County's powers under Chapter 5722 of the Revised Code; and

WHEREAS, pursuant to division (B) of Section 1724.10 the Board of Commissioners has directed the CCLRC to prepare an agreement (the "Agreement") to provide for the plan of reclamation, rehabilitation and reutilization of vacant, abandoned, tax-foreclosed or other real property in the County (the "Plan" and collectively with the Agreement, the "Agreement and Plan") and to cause the Agreement and Plan to provide for the extent to which the CCLRC will participate as the agency of County in carrying out the Plan; and

WHEREAS, the CCLRC has heretofore prepared a draft of the Agreement and Plan and has sent the draft to and received comments on it from the County; and

WHEREAS, CCLRC now desires to approve the form of and execute the Agreement and Plan attached hereto as Exhibit A and upon its execution on behalf of the CCLRC submit the same to the Board of Commissioners for confirmation in accordance with Section 1724.10(B)(1) of the Revised Code and execution by the Board of Commissioners; and

WHEREAS, the Board of Directors hereby finds and determines that all formal actions relative to the adoption of this Resolution were taken in an open meeting of this Board, and that all the deliberations of this Board, and of its committees, if any, which resulted in formal actions, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Revised Code;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Cuyahoga County Land Reutilization Corporation that:

Section 1. This Board of Directors hereby approves the form of Agreement and Plan attached to this Resolution as Exhibit A, with changes therein not inconsistent with this Resolution and Chapters 1724 and 5722 of Revised Code; provided, that the approval of those changes by the CCLRC and their character as not being inconsistent with this Resolution and Chapters 1724 and 5722 of Revised Code shall be evidenced conclusively by the execution of the Agreement and Plan by the President of the CCLRC pursuant to the authority granted in Section 2 of this Resolution.

Section 2. This Board of Directors hereby authorizes and directs the President of the CCLRC to execute the Agreement and Plan and to cause the same to be delivered to the Board of Commissioners for its approval, execution and delivery.

Section 3. This Board of Directors hereby acknowledges and agrees that upon the execution of the Agreement and Plan by both of the parties thereto the Agreement and Plan will constitute the plan for reclamation, rehabilitation, and reutilization of vacant, abandoned, tax-foreclosed and other real property within the boundaries of the County.

Section 4. The Secretary of the CCLRC is hereby authorized and directed to deliver a certified copy of this Resolution and two (2) original counterparts of the Agreement and Plan to the Clerk of the Board of Commissioners immediately upon their execution as provided for in Section 2 of this Resolution.

Section 5. This Resolution shall take effect and be in force immediately upon its adoption.

Commissioner Jones seconded the motion.

Upon roll call on the adoption of this Resolution, the vote was as follows:

Ayes: 5

Nays: 0

The undersigned, Secretary of the Cuyahoga County Land Reutilization Corporation, certifies that the foregoing is a true and correct excerpt from the minutes of the meeting of May 22, 2009, of the Board of Directors of the Cuyahoga County Land Reutilization Corporation, showing the adoption of the Resolution above set forth.

Dated: May 22, 2009

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Secretary *Pro Tem*  
Cuyahoga County Land Reutilization Corporation